

ABERDEEN PROPERTY FUNDS SICAV-FIS

*Société d'investissement à capital variable – Fond d'investissement
spécialisé*

Société anonyme

35a, avenue John F. Kennedy, L-1855 Luxembourg

Grand-Duché de Luxembourg

R.C.S. Luxembourg B 117.474

ASSEMBLEE GENERALE EXTRAORDINAIRE

du **30 décembre 2016**

No 42 617

In the year two thousand and sixteen,
on the thirtieth day of December,

Before Us, Maître **Jean-Joseph WAGNER**, notary residing in
SANEM, Grand Duchy of Luxembourg,

was held an extraordinary general meeting of the shareholders of
“**Aberdeen Property Funds SICAV-FIS**”, a Luxembourg public limited
company (*société anonyme*) qualifying as an investment company with
variable share capital – specialised investment fund (*société
d'investissement à capital variable – fonds d'investissement spécialisé*),
with registered office at 35a, avenue John F. Kennedy, L-1855
Luxembourg, duly registered with the *Registre de Commerce des Sociétés*
in Luxembourg under number B 117.474, incorporated by a notarial deed
on 30 June 2006, published in the *Mémorial C, Recueil spécial des
Sociétés et Associations* ("**Mémorial**") on 19 July 2006 under number 1393,
page 66818 (the "**Company**"). The latest consolidated version of the
articles of incorporation was deposited on 9 October 2014 and a reference
to such deposit was published in the *Mémorial* on 7 November 2008, under
number 3288, page 157780.

The meeting was opened at 10h00 (Luxembourg time) by Mr
Michele Calonaci, employee, residing professionally in Luxembourg, being
in the chair (the "**Chairman**"), who appointed as secretary Mrs **Martha
Alexaki**, employee, residing professionally in Luxembourg.

The meeting elected as scrutineer Mrs **Janina Krein**, employee,
residing professionally in Luxembourg.

The board of the meeting having thus been constituted, the Chairman declared and requested the notary to state that:

I.- The shareholders present or represented, the proxyholders of the represented shareholders and the number of their shares are shown on an attendance list; this attendance list, after been signed "*ne varietur*" by the shareholders, the proxyholders of the represented shareholders, the board of the meeting and the undersigned notary, will remain annexed to the present deed.

The proxies of the represented shareholders after having been signed by the board of the meeting and the undersigned notary will also remain annexed to the present deed.

II.- All the shares being registered shares, a convening notice reproducing the agenda of the present meeting was sent by registered mail to each of the registered shareholders of the Company on **09 December 2016** in accordance with article 25 of the articles of incorporation of the Company.

III.- It appeared from the attendance list that **three million eight hundred fifty thousand two hundred and nine (3'850'209) registered shares**, representing **ninety-eight point seventy-four percent (98.74 %)** of the share capital of the Company were present or represented at this extraordinary general meeting, so that the quorum requirement of fifty percent (50%) of the capital as imposed by article 67-1 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "**Company Law**"), was met and that the meeting could therefore validly deliberate on the proposed agenda.

IV.- That the agenda of the present meeting is the following:

1. Dissolution and liquidation of the Company;
2. Appointment of Alter Domus Liquidation Services S.à r.l., represented by Delphine André and Stéphane Campori, as liquidator of the Company, as of 31 December 2016;
3. Determination of such liquidator's powers, duties and compensations, including without limitation:
 - granting the liquidator the authority to perform and execute all operations provided for in articles 144, 145 and following of the Luxembourg law of 10 August 1915 on commercial companies, as amended, without requiring specific authorisation of a shareholders general meeting;
 - determining that the liquidator shall draw up a report on the results of the liquidation;
 - determining the liquidator's remuneration.
4. Miscellaneous.

After the foregoing has been approved, the meeting has requested the undersigned notary to enact the following resolutions which have been taken:

FIRST RESOLUTION

The meeting **RESOLVED** to dissolve and put the Company into liquidation as of 31 December 2016.

SECOND RESOLUTION

The meeting **RESOLVED** to appoint **Alter Domus Liquidation Services S.à r.l.**, represented by Delphine André and Stéphane Campori, each of them having individual power to represent Alter Domus Liquidation Services S.à r.l., *société à responsabilité limitée*, established and having its registered office at 5, rue Guillaume Kroll L-1882 Luxembourg (R.C.S.

Luxembourg, section B number 142.389), as liquidator of the Company (the "**Liquidator**") as of such date.

THIRD RESOLUTION

The meeting **RESOLVED** that the Liquidator shall exercise its mandate in accordance with the following criteria and requirements:

- The Liquidator has the authority to perform and execute all operations provided for in articles 144, 145 and following of the Luxembourg law of 10 August 1915 on commercial companies, as amended, without specific authorisation of a shareholders general meeting.
- The Liquidator may under its own responsibility delegate, regarding special or specific operations, such part of his powers as it may deem fit, to one or several representatives.
- The Liquidator shall be liable, both to third parties and to the Company, for the execution of the mandate given to him.
- The Liquidator's signature binds validly and without limitation the Company in the process of liquidation.
- The Liquidator shall draft a report on the results of the liquidation and the employment of the corporate assets with supporting accounts and documents.
- The Liquidator shall be entitled to remuneration in accordance with market practice applicable to service rendered by chartered accountants.
- The Liquidator is exempted from the obligation of drawing up an inventory and shall fully rely on the books and financial documents of the Company, which shall be audited by the external auditors of the Company.

The undersigned notary who understands and speaks English, stated herewith that at the request of the appearing persons, the present deed is worded in **English only**, with no need of further translation in accordance with **Article 26(2)** of the Luxembourg law of **13 February 2007** on specialised investment funds.

There being no further business on the agenda, and nobody else wished to speak, the meeting was closed at 10.05 a.m. (Luxembourg time).

WHEREOF, the present notarial deed was prepared in Luxembourg, on the day mentioned at the beginning of this document.

The document having been read to the person(s) appearing, known to the notary by their name, first name and residence, said person(s) appearing signed together with the notary the present deed.

Signé: M. CALONACI, M. ALEXAKI, J. KREIN, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 3 janvier 2017. Relation : EAC/2017/344. Reçu douze Euro (12.- EUR). Le Receveur, signé : SANTIONI.
